

Acting pursuant to Art. 398, Art. 399.1 and Art. 402¹ of the Commercial Companies Code and Art. 8.1-4 and 8.7 of the Articles of Association, the Management Board of Grupa LOTOS S.A. of Gdańsk, entered in the Business Register maintained by the District Court for Gdańsk-Północ in Gdańsk, 7th Commercial Division of the National Court Register, under KRS No. 0000106150, with a share capital of PLN 184,873,362 (paid up in full), holding Tax Identification Number NIP 583-000-09-60 (the “**Company**”), gives notice of the Extraordinary General Meeting of Grupa LOTOS S.A., to be held **at 11:00 am on July 20th 2022** at the Company’s registered office at ul. Elbląska 135, Gdańsk, Poland.

Agenda:

1. Opening of the Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been properly convened and has the capacity to adopt resolutions.
4. Adoption of the agenda.
5. Consideration and voting on a resolution concerning merger between Polski Koncener Naftowy ORLEN Spółka Akcyjna registered office in Płock (“PKN ORLEN”), and the Grupa LOTOS Spółka Akcyjna registered office in Gdańsk (“the Company”), the increase of the share capital of PKN ORLEN and the approval of the proposed amendments to PKN ORLEN Statutes.
6. Closing of the Meeting.

1. SUPPLEMENTARY INFORMATION

1. Shareholder’s right to request that certain items be placed on the agenda of the General Meeting

A shareholder or shareholders representing at least one twentieth of the Company’s share capital may request that certain items be placed on the agenda of the General Meeting. The request should be submitted to the Company’s Management Board no later than 21 days prior to the scheduled date of the General Meeting, i.e. by June 29th 2022. The request should be sent to the Company in the Polish language, in writing (address: ul. Elbląska 135, 80-718 Gdańsk, Poland), or in electronic form to wz@grupalotos.pl. The request should contain grounds or draft resolution concerning the proposed agenda item.

The date of submission of the request is the date of its receipt by the Company or, if it is sent in electronic form, the date on which the request enters the Company’s electronic mail system.

The request should be accompanied by copies of documents confirming the identity of the shareholder, shareholders or their proxies, and the right to request that certain items be placed on the agenda of the General Meeting, including in particular:

- a) a personal depositary certificate or a personal certificate confirming the shareholder’s right to attend the General Meeting, issued by the entity maintaining the shareholder’s securities account in accordance with the laws and regulations governing trade in financial instruments and stating that its holder is a shareholder in the Company and holds the required number of shares as at the request date;
- b) in the case of a natural person: a copy of the identity card, passport pages enabling identification of the shareholder, or any other official document confirming the identity of the shareholder – only data which makes it possible to identify the shareholder (first

- name and surname, series and number of the identity card/passport/other official document, Personal Identification Number (PESEL), if applicable, date of issue and expiry date), anonymised in accordance with the form attached to this notice; for security reasons it is recommended that the copy of the identity card/passport pages/other official document should be crossed out with a diagonal line and annotated with the following information: „To be used only for the purpose of attending the General Meeting of Grupa LOTOS S.A.”, but in a way that ensures that the data required for identification is legible;
- c) in the case of entities other than natural persons: a copy of the valid entry in the relevant register, or a computer printout of downloaded up-to-date information on the entity entered in the National Court Register, referred to in Art. 4.4aa of the Act on the National Court Register of August 20th 1997 (consolidated text of January 18th 2021, Dz. U. of 2021, item 112), or other document confirming the existence of such shareholder and the right of its representative(s) to represent the shareholder, together with copies of the identity card, passport pages enabling identification, or other official document confirming the identity of the representative(s) authorised to represent the shareholder – to the extent and in the manner specified in item b. above.

Any such documents prepared in a foreign language should be accompanied by a certified translation into Polish.

Any amendments to the agenda made at the request of a shareholder(s) will be announced by the Management Board as soon as practicable but no later than 18 days prior the scheduled date of the General Meeting (i.e. by May 30th 2022 at the latest). The new agenda will be announced in the manner prescribed for convening the General Meeting, i.e. by publishing it on the Company's website at www.lotos.pl, in the 'General Meeting' tab, and in the manner prescribed for the purpose of current disclosures, in accordance with the provisions of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies.

2. Shareholder's right to propose draft resolutions on items placed or to be placed on the agenda prior to the General Meeting

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may, prior to the date of the General Meeting, submit to the Company draft resolutions concerning any matters which have been placed or are to be placed on the Meeting's agenda; such draft resolutions should be submitted in writing at the Company's registered office (i.e. they may be delivered personally or sent to the Company's address, in each case against confirmation of receipt) or sent in electronic form to wz@grupalotos.pl. Any such draft resolutions should be in the Polish language, in the form of PDF files or MS Word-supported files. The Company promptly publishes such draft resolutions on its website.

The request should be submitted along with copies of documents confirming the identity of the requesting shareholder and proxy and the right to attend the General Meeting, in accordance with the rules specified in Section 2.1 above, which should be applied accordingly .

In connection with the Company's declaration of compliance with the Code of Best Practice for GPW Listed Companies 2021, the Company recommends to the shareholders that draft resolutions of the General Meeting concerning items placed on the agenda be submitted by shareholders no later than three days before the General Meeting (statement on the Company's compliance with the corporate governance principles contained in Best Practice for GPW Listed Companies 2021 – <https://inwestor.lotos.pl/repository/53841/>).

The draft resolutions will be promptly published on the Company's website at www.lotos.pl, in the 'General Meeting' tab.

3. Shareholder's right to ask questions concerning items placed on the meeting agenda

During the General Meeting, each shareholder has the right to ask questions concerning the matters placed on the agenda.

4. Shareholder's right to propose draft resolutions on items placed on the agenda during the General Meeting

Each shareholder has the right to propose during the General Meeting draft resolutions for items placed on the agenda. Such draft resolutions should be prepared in the Polish language.

5. Exercise of voting rights by proxy

A shareholder who is a natural person may attend and vote at the General Meeting in person or through a proxy. A shareholder other than a natural person may attend and vote at the General Meeting either through a person authorised to make declarations of will on the shareholder's behalf, with effect for the shareholder, or through a proxy.

A power of proxy or a revocation of power of proxy should be made in writing or in electronic form, otherwise being null and void.

A power of proxy granted in electronic form does not require a secure electronic signature verifiable with a valid qualified certificate.

A form of the power of proxy, provided at the end of this notice, and a proxy voting form will be available on the Company's website.

A shareholder should notify the Company of granting or revoking power of proxy in electronic form by sending an email to wz@grupalotos.pl. In doing so, the shareholder should use their best endeavours to enable effective verification of validity of the power of proxy. A notice of granting power of proxy should include the proxy's and the principal's details (name, surname, PESEL (Personal Identification Number, if assigned), address of registered or actual residence, telephone number and email address, and in the case of legal persons or other organisational units – registered office address, number in the register, and registry body). A notice of granting power of proxy should also specify the scope of the power of proxy, i.e. the number of shares to be voted at the General Meeting and the name of the Company.

A power of proxy in electronic form should be prepared as separate document signed by the shareholder or person(s) authorised to represent the shareholder. A scan of the power of proxy should be sent as an attachment in the PDF format to wz@grupalotos.pl

For the purpose of identification of the shareholder granting the power of proxy and the proxy, the document confirming the grant of the power of proxy should be accompanied with documents confirming the shareholder's right to attend the General Meeting, and:

- a) if the shareholder is a natural person: a copy of the identity card, passport pages enabling identification of the shareholder, or any other official document confirming the identity of the shareholder – only data which makes it possible to identify the shareholder (first name and surname, series and number of the identity card/passport/other official document, Personal Identification Number (PESEL), if applicable, date of issue and expiry date), anonymised in accordance with the form attached to this notice; for security reasons it is recommended that the copy of the identity card/passport pages/other official document should be crossed out with a diagonal line and annotated with the following information: „To be used only for the purpose of attending the General Meeting of Grupa LOTOS S.A.”, but in a way that ensures that the data required for identification is legible;
- b) if the shareholder is not a natural person: a copy of the valid entry in the relevant register, or a computer printout of downloaded up-to-date information on the entity entered in the National Court Register, referred to in Art. 4.4aa of the Act on the National Court Register of August 20th 1997 (consolidated text of January 18th 2021, Dz. U. of 2021, item 112), or other document confirming the existence of such shareholder and the right of its representative(s) to represent the shareholder, together with copies of the identity card,

passport pages enabling identification, or other official document confirming the identity of the representative(s) authorised to represent the shareholder – only to the extent and in the manner specified in item a. above.

- c) if the proxy is a natural person: a copy of the identity card, passport pages enabling identification of the proxy, or other official document confirming the identity of the proxy – only to the extent and in the manner specified in item a. above;
- d) if the proxy is not a natural person: a copy of the valid entry in the relevant register, or a computer printout of downloaded up-to-date information on the entity entered in the National Court Register, referred to in Art. 4.4aa of the Act on the National Court Register of August 20th 1997 (consolidated text of January 18th 2021, Dz. U. of 2021, item 112), or other document confirming the existence of such proxy and the right of the proxy's representative(s) to represent the proxy, together with copies of the identity card, passport pages enabling identification, or other official document confirming the identity of the representative(s) authorised to represent the proxy – only to the extent and in the manner specified in item a. above.

In the case of foreign entities, if relevant registers are not maintained in their country of residence, a copy of a document confirming the existence of the entity and the right of its representative(s) to represent the entity should be provided instead of a copy of current entry in the register referred to in items b. and d. above.

The Company will take appropriate steps to verify the shareholder's and the proxy's identity in order to check the validity of a power of proxy granted in electronic form. The verification procedure may in particular involve contacting the shareholder or the proxy via a return electronic message or by telephone in order to confirm the fact of granting of the power of proxy and its scope. The Company reserves the right to treat the lack of reply to any questions asked during a verification process as inability to verify the power of proxy, which will be sufficient basis to refuse admission of the proxy to the General Meeting. On arrival at the Meeting and prior to signing the attendance list, the proxy should present the original of the identity document specified in the power of proxy in order to confirm his or her identity.

The right to represent a shareholder who is not a natural person should be evidenced by an official copy of the entry in the relevant register or a sequence of powers of proxy, to be presented at the time of drawing up the attendance list. Details of the person(s) granting power of proxy on behalf of a shareholder who is not a natural person should be specified in a valid excerpt from the relevant register or other relevant documents. All shareholders and proxies should carry a valid identity document.

The above procedure for identifying the principal applies accordingly to a notice of revoking a power of proxy. Proxy appointment or revocation notices which are not compliant with the requirements set out above have no legal effect with respect to the Company.

Members of the Company's Management Board and Company employees may act as shareholders' proxies at the General Meeting.

If a Management Board member, a Supervisory Board member, the liquidator of the Company, a Company employee or a member of the governing bodies or an employee of a subsidiary of the Company acts as a proxy at the General Meeting, the power of proxy is valid for one General Meeting only. The proxy is required to inform the shareholder of any circumstances that give or may give rise to a conflict of interest, and to vote in accordance with the shareholder's instructions. Granting further powers of proxy is not permitted.

One proxy may represent more than one shareholder. In such a case, the proxy may vote the shares of the individual shareholders they represent in a different manner. A shareholder holding shares registered in multiple securities accounts may appoint:

- a) separate proxies to exercise rights attached to the shares registered in each of the accounts;

- b) one proxy to exercise rights attached to the shares registered in each of the accounts. A shareholder whose shares are registered in an omnibus account may appoint separate proxies to exercise rights attached to the shares registered in that account.

Pursuant to Art. 10 of the Articles of Association of the Company, the voting rights of Company shareholders are limited so that none of them can exercise at a General Meeting more than 10% of total voting rights existing at the Company as at its date (voting cap), with the proviso that for the purpose of determining the obligations of buyers of major holdings of shares provided for in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005, and the Act on Insurance Activity of May 22nd 2003, such voting cap is deemed non-existent.

The voting cap referred to above does not apply to:

- 1) shareholders which as at the date of the General Meeting's resolution imposing the voting cap are holders of shares conferring more than 10% of total voting rights at the Company;
- 2) shareholders acting in concert with shareholders referred to in item 1 pursuant to agreements on joint exercise of voting rights.

6. Record date for attending the General Meeting

The record date for attending the General Meeting is the date falling 16 days prior to the General Meeting, that is July 4th 2022 (the "Record Date").

7. Information about the right to attend the General Meeting

Only persons who are the Company's shareholders on the Record Date are entitled to attend the General Meeting.

Pledges and usufructuaries holding voting rights may attend the General Meeting if the limited property rights created in their favour are registered in the relevant securities account as at the Record Date.

At the request of holder of rights attached to Company bearer shares in book-entry form, made no earlier than after the date of the notice of the General Meeting, that is no earlier than on June 20th 2022 and no later than on the first day following the Record Date, that is on July 5th 2022, the entity keeping the securities account will issue a personal certificate confirming the holder's right to attend the General Meeting.

It is recommended that the shareholders collect the certificate and take it with them to the Annual General Meeting.

The Company draws up the list of shareholders entitled to attend the Annual General Meeting on the basis of the list provided by the Central Securities Depository of Poland (the CSDP).

The list of shareholders entitled to attend the Extraordinary General Meeting will be displayed at the Company's registered office on three weekdays (i.e. from July 15th to 19th 2022) prior to the General Meeting.

Shareholders may request that the list of shareholders entitled to attend the General Meeting be delivered to them free of charge via electronic mail, providing their own email address to which the list is to be delivered.

Tablets will be used for voting at the Extraordinary General Meeting. Persons entitled to attend the General Meeting are requested to register and collect their voting cards directly at the entry to the General Meeting's venue thirty minutes before the beginning of the General Meeting.

Pursuant to Art. 406⁵.1, second sentence, of the Commercial Companies Code, the Company does not provide for the possibility of:

- a) attending the General Meeting using electronic means of communication;
- b) taking the floor during the General Meeting using electronic means of communication;
- c) exercising the right to vote by postal ballot or using electronic means of communication.

The General Meeting will be recorded and broadcast in real time on the Internet in Polish and English.

8. Access to documents

Documents to be presented to the General Meeting, as well as draft resolutions to be voted on, will be available on the Company's website from the date of the General Meeting's notice, in accordance with Art. 402³.1 of the Commercial Companies Code.

Any comments from the Management or Supervisory Boards concerning matters which have been or are to be placed on the agenda prior to the date of the General Meeting will be posted on the Company's website promptly after they are issued.

For information on the General Meeting, visit the Company's website: www.lotos.pl

Management Board of Grupa LOTOS S.A.

Forms of anonymised identity documents

Identification card, version No 1



Identification card, version No 2



Identification card, version No 3



Identification card, version No 4



* Source of the for of identification card: <https://www.gov.pl/web/gov/dowod-osobisty-informacje>

Passport



* Source of the form of passport: <https://www.gov.pl/web/gov/paszport-informacje-o-dokumentacie>

[place, date]

POWER OF PROXY

I, [first name and surname], holder of identity card No. [document number] / [name of legal person, registered address, registry number, name of registry body] hereby grant power of proxy to Mr/Ms [first name and surname], holder of identity card No. [document number], to attend the Extraordinary General Meeting which is to be held on July 20th 2022 and to exercise the voting rights attached to the Grupa LOTOS shares held by me/held by [name of legal person].